

BURLINGTON NORTHERN INC.

RECORDATION NO. 7250 Filed 1425 *A*

October 1, 1984

OCT 3 1984 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Date 10/3/84
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Dear Secretary Bayne:

ICC Washington, D. C.

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Burlington Northern Inc. Conditional Sale Agreement dated as of September 20, 1973 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Conditional Sale Agreement dated as of September 20, 1973 with FMC Corporation as builder was recorded with the Interstate Commerce Commission on November 29, 1973 - ICC Recordation No. 7250.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

The Northern Trust Company
50 S. LaSalle St.
Chicago, IL 60690

Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Letter to Secretary Bayne
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Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads
Kunkel Transportation Services, Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C.

Very truly yours,

Debbie

Deborah Blucher
Secretary to the
Law Department
(206) 467-3869

Enclosures

DSB:db

7251-B
RECORDATION NO. Filed & Recd

FEB 23 1976 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

On this 6th day of February, 1976, I have compared the attached copy of Security Agreement Supplement No. 1 to the original document and do certify that it is a true and correct copy in all respects.

Deane Waters

Notary Public for the
County of Cook, State
of Illinois

(Seal)

My commission expires:

October 4, 1977

SECURITY AGREEMENT SUPPLEMENT
NO. 1

7251-5
RECORDATION NO. Filed & 1

FEB 23 1976 - 11 40 /

Security Agreement Supplement ("this Supplement") dated as of ^{INTERSTATE COMMERCE COMMISSION} June 26, 1974 from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("Company"), having its office at 26th and State Streets, Chicago Heights, Illinois 60411, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Bank"), having its office at 231 South LaSalle Street, Chicago, Ill. 6

W I T N E S S E T H:

Company and Bank have executed and delivered a certain Security Agreement (Chattel Mortgage and Security Agreement) dated as of July 1, 1973 (which agreement, together with any amendments which have been made thereto, is hereinafter called the "Security Agreement") as security for certain loans made by Bank to Company under that certain Financing Agreement (and, if amended, all amendments thereto) dated as of July 1, 1973 (the "Credit Agreement") between Company and Bank.

The Security Agreement was filed and recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on November 30, 1973 as Document No. 7251.

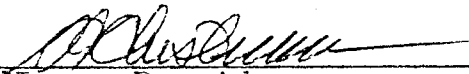
Company has assigned and granted to Bank under the Security Agreement a security interest in and to (i) certain equipment therein described, including the equipment described in Schedule I annexed hereto (the "Supplement Equipment") and (ii) certain leases therein described, including the leases of such Security Equipment described in Schedule I hereto (the "Supplement Leases").

NOW, THEREFORE, in consideration of the premises, Company does hereby agree as follows:

Company has, in and by the Security Agreement, mortgaged, transferred and assigned to Bank, and granted to Bank a security interest in and to the Supplement Equipment described in Schedule I annexed hereto and the Supplement Leases described in Schedule II hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment and Supplement Equipment to the security interest created by the Security Agreement and secures the punctual payment of the principal of, and interest on the promissory notes of Company evidencing loans under the Financing Agreement and the performance and observance by Company of all of its agreements herein and in the Security Agreement and Financing Agreement contained. To the extent, if any, that the Security Agreement may not be effective in mortgaging and granting a security interest to Bank in such Supplement Equipment and such Supplement Leases, the Company does by this Supplement hereby mortgage, transfer, and assign to Bank, grant unto Bank a security interest in, the Supplement Equipment described in Schedule I hereto and the Supplement Leases described in Schedule II hereto, all upon the terms set forth in the Security Agreement.

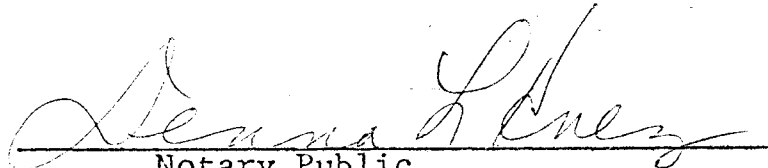
IN WITNESS WHEREOF, Company has, by its indicated officer thereunto duly authorized, caused this Security Agreement Supplement to be executed and delivered this 26th day of June, 1974.

TRANSPORTATION CORPORATION OF AMERICA

By 
Its / President - Finance
Vice

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On this 26th day of June, 1974, before me personally appeared S. D. CHRISTIANSON, to me personally known, who bei by me duly sworn, says that he is the President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporatio by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires: January 7, 1977

SCHEDULE I TO SECURITY AGREEMENT
DESCRIPTION OF RAILROAD CARS OWNED BY COMPANY AT JUNE 26, 1974

<u>CARS</u>	<u>SPECIFICATIONS</u>	<u>NO. OF CARS</u>	<u>LESSEE'S CAR NUMBERS (both inclusive)</u>	<u>UNIT BASE VALUE</u>	<u>TOTAL VALUE</u>	<u>DATE PUT INTO SERVICE</u>	<u>IC FILING NUMBER</u>
1-Door	100-Ton	32	AD&N 4632-4663	\$ 27,800	\$ 889,600	Dec 1973	6724D-5/25/
1-Door	70-Ton	4	AD&N 4664-4667	26,205	104,820	May 1974	6724H-4/15/
1-Door	70-Ton	20	HTCX 334-353	26,205	524,100	Feb 1974	6966B-9/13/
1-Door	70-Ton	10	HTCX 403-412	26,205	262,050	Feb 1974	6966C-1/22/
1-Door	70-Ton	3	HTCX 354-356	26,205	78,615	May 1974	6967B-9/11/
1-Door	70-Ton	30	HTCX 357-386	26,205	786,150	Mar 1974	7190-10/23/
1-Door	70-Ton	231	TCAX 20000-20230	26,205	6,053,355	Apr/May 1974	7399-2/15/7
1-Door	70-Ton	5	HTCX 387-391	26,205	131,025	Apr 1974	7189-10/23/
1-Door	70-Ton	2	DH 28074-28075	26,205	52,410	May 1974	7266-12/7/7
1-Door	70-Ton	4	DH 28070-28073	26,205	104,820	May 1974	7266A-2/11/
1-Door	70-Ton	6	HTCX 392-397	26,205	157,230	May 1974	7264-12/7/7
10 Covered Hpr	4727 Cu.Ft.	75	HTCX 4700-4774	20,990	1,574,250	May 1974	5646D-2/11/

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